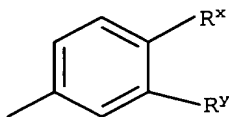


47. Compound of Claim 45 wherein R is



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wherein R<sup>x</sup> is selected from bromo, chloro, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, trifluoromethoxy, difluoromethoxy,

10 isopropoxy, methoxy and ethoxy; and wherein R<sup>y</sup> is selected from H, 4-methylpiperazinylsulfonyl, trifluoromethyl, morpholinylmethyl, 4-methylpiperazinylmethyl, 3-dimethylaminopyrrolidin-1-ylmethyl, 4-methylpiperazinylpropyl, 4-isopropylpiperazinylmethyl, 4-methylpiperidinylmethyl, 4-aminopiperidinylmethyl, 4-methylamino-piperidinylmethyl, 4-dimethylamino-piperidinylmethyl, 1-methylpyrrolidin-2-ylmethyl, dimethylaminoethyl, dimethylaminoethoxy, piperidinylethoxy, morpholinylethyloxy, 4-methylpiperazin-1-ylethoxy, 4-

15 (dimethylaminoethyl)piperazin-1-ylmethyl, 4-isopropylpiperazinylmethoxy, piperdin-4-ylmethoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpiperdin-4-ylmethoxy, 1-isopropylpiperdin-4-ylmethoxy, 1-pyrrolidinylmethoxy, 1-pyrrolidinylethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-methylpyrrolidin-3-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, 2-tetrahydrofurylmethoxy, diethylaminoethoxy, 2-(N,N-dimethylamino)acetyl-amino and 2-(N,N-

20

25

30 dimethylamino)ethylamino.

48. Compound of Claim 45 wherein R<sup>1a</sup> is a substituted or unsubstituted ring selected from 6-indazolyl, 4-quinolyl, indolyl, isoindolyl, benzotriazolyl, benzo[1,3]dioxolyl, pyrrolo[2,3-d]pyrimidin-4-yl, 2-oxo-1,3-dihydro-pyrrolo[2,3-d]pyridin-4-yl, pyrazolo[2,3,b]pyridin-4-yl, imidazo[4,5-b]pyridin-4-yl, pyrrolo[2,3-b]pyridin-4-yl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, and 4-quinazolinyl; wherein substituted R<sup>1</sup> is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, methoxyethoxy, amino, methylamino, ethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, dimethylaminoethoxy, piperidinylmethoxy, piperdin-1-ylethoxy, morpholinoethoxy, pyrrolidin-1-ylethoxy, 4-methylpiperazin-1-ylethoxy, methylaminocarbonyl, 1-pyrrolidinylbutylaminocarbonyl, dimethylaminoethylamino, dimethylaminopropylamino, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, aminocarbonyl, nitro, trifluoromethyl, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, and optionally substituted phenyl.

49. Compound of Claim 45 wherein R<sup>2</sup> is H or Cl.

50. A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound as in any of Claims 1-49.

51. A method of treating cancer in a subject, said method comprising administering an effective amount of a compound as in any of Claims 1-49.

52. The method of Claim 51 comprising a combination with a compound selected from antibiotic-type agents, alkylating agents, antimetabolite agents, hormonal agents,

immunological agents, interferon-type agents and miscellaneous agents.

53. A method of treating angiogenesis in a subject,  
5 said method comprising administering an effective amount of a compound as in any of Claims 1-49.

54. A method of treating proliferation-related disorders in a mammal, said method comprising administering  
10 an effective amount of a compound of any of Claim 1-49.

55. Method of Claim 54 wherein the disorder is inflammation or an inflammation-related disorder.

15 56. A method of reducing blood flow in a tumor in a subject, said method comprising administering an effective amount of a compound as in any of Claims 1-49.

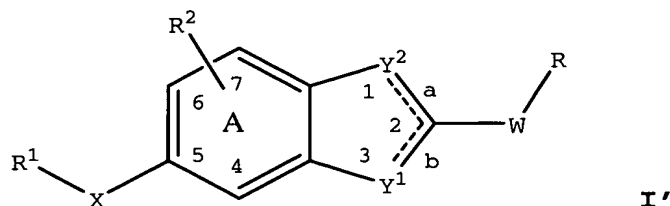
57. A method of reducing tumor size in a subject, said  
20 method comprising administering an effective amount of a compound as in any of Claims 1-49.

58. A method of treating diabetic retinopathy in a subject, said method comprising administering an effective  
25 amount of a compound as in any of Claims 1-49.

59. A method of treating KDR-related disorders in a mammal, said method comprising administering an effective  
amount of a compound of Claims 1-49.

30

60. A method of treating angiogenesis in a subject, said method comprising administering an effective amount of a compound of Formula I'



wherein W and X are independently selected from O, S(O)<sub>n</sub> and NR<sup>4</sup>;

5 wherein Y<sup>1</sup> and Y<sup>2</sup> are independently selected from O, S(O)<sub>n</sub>, N and NR<sup>4</sup>;

wherein ring A optionally contains a nitrogen atom independently at position 4, 6 or 7;

wherein n is 0, 1 or 2;

10 wherein R is selected from

- a) substituted or unsubstituted 6-10 membered aryl,
- b) substituted or unsubstituted 5-6 membered heterocyclyl,
- c) substituted or unsubstituted 9-14 membered fused
- 15 heterocyclyl,
- d) substituted or unsubstituted cycloalkyl,
- e) substituted or unsubstituted cycloalkenyl, and
- f) alkyl;

20 wherein substituted R is substituted with one or more substituents independently selected from halo, -OR<sup>3</sup>, -SR<sup>3</sup>, -CO<sub>2</sub>R<sup>3</sup>, -C(O)NR<sup>3</sup>R<sup>3</sup>, -C(O)R<sup>3</sup>, -NR<sup>3</sup>R<sup>3</sup>, oxo, -OC(O)R<sup>3</sup>, -SO<sub>2</sub>R<sup>3</sup>, -SO<sub>2</sub>NR<sup>3</sup>R<sup>3</sup>, -NR<sup>3</sup>C(O)OR<sup>3</sup>, -NR<sup>3</sup>C(O)R<sup>3</sup>, -NR<sup>3</sup>C(O)NR<sup>3</sup>R<sup>3</sup>, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl,

25 optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, and lower alkyl substituted with R<sup>5</sup>;

wherein R<sup>1</sup> is selected from

- a) substituted or unsubstituted 6-10 membered aryl,
- 30 b) substituted or unsubstituted 4-6 membered heterocyclyl,

- c) substituted or unsubstituted 9-14 membered fused heterocyclyl,
- d) substituted or unsubstituted arylalkyl, and
- e) substituted or unsubstituted heterocyclylalkyl,

5        where substituted  $R^1$  is substituted with one or more  
         substituents selected from halo,  $-OR^3$ ,  $-SR^3$ ,  $-SO_2R^3$ ,  $-CO_2R^3$ ,  $-C(O)NR^3R^3$ ,  $-C(O)R^3$ ,  $-NR^3R^3$ ,  $-SO_2NR^3R^3$ ,  
          $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ , optionally substituted 3-  
10       6 membered heterocyclyl, optionally substituted  
         phenyl, alkylaminoalkoxyalkoxy, nitro, cyano,  
         oxo, lower alkyl substituted with  $R^5$ ;

         wherein  $R^2$  is one or more substituents independently selected  
         from H, halo,  $-OR^3$ ,  $-SR^3$ ,  $-CO_2R^3$ ,  $-C(O)NR^3R^3$ ,  $-C(O)R^3$ ,  $-NR^3R^3$ ,  $-SO_2R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ ,  $-NR^3C(O)NR^3R^3$ ,  
15       optionally substituted cycloalkyl,  
         optionally substituted 4-6 membered heterocyclyl,  
         optionally substituted phenyl, cyano, alkylaminoalkoxy,  
         alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted  
         with  $R^5$ , lower alkenyl substituted with  $R^5$ , and lower  
20       alkynyl substituted with  $R^5$ ;

         wherein  $R^3$  is independently selected from H, lower alkyl,  
         lower aminoalkyl, lower alkylaminoalkyl, optionally  
         substituted phenyl, optionally substituted 3-6 membered  
         heterocyclyl, optionally substituted  $C_3-C_6$ -cycloalkyl,  
25       optionally substituted phenylalkyl, optionally  
         substituted 3-6 membered heterocyclylalkyl, optionally  
         substituted  $C_3-C_6$  cycloalkylalkyl, and lower haloalkyl;

         wherein  $R^4$  is independently selected from H, and lower  
         alkyl; and

30       wherein  $R^5$  is one or more substituents independently selected  
         from H, halo,  $-OR^3$ ,  $-SR^3$ ,  $-CO_2R^3$ ,  $-C(O)NR^3R^3$ ,  $-C(O)R^3$ ,  $-NR^3R^3$ ,  $-SO_2R^3$ ,  $-SO_2NR^3R^3$ ,  $-NR^3C(O)OR^3$ ,  $-NR^3C(O)R^3$ ,  $-NR^3C(O)NR^3R^3$ ,  
         optionally substituted cycloalkyl,  
         optionally substituted 4-6 membered heterocyclyl,

optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl, lower alkenyl and lower alkynyl;

and pharmaceutically acceptable derivatives thereof;

- 5 provided one of  $Y^1$  and  $Y^2$  is N or NH; and further provided only one of dashed lines a and b indicates a double bond.